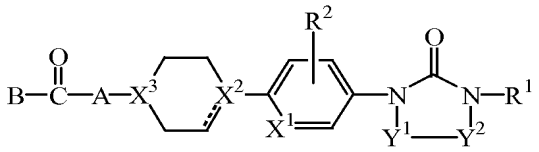
Amendments to the Claims:

The following listing of claims replaces all prior versions and listing of claims in the above-identified application.

Listing of Claims:

Claim 1. (Currently Amended) A compound of formula (I)



(I)

the *N*-oxides, the pharmaceutically acceptable acid addition salts and the stereochemically isomeric forms thereof, wherein

the dotted line is an optional bond and is absent when X^2 represents nitrogen;

the radical $-Y^1-Y^2-$ is a radical of formula

$-N=CH-$ (a-1),

$-CH=N-$ (a-2),

$-CH_2-CH_2-$ (a-3),

$-CH=CH-$ (a-4),

wherein in the bivalent radicals of formula (a-1) or (a-2) the hydrogen atom may optionally be replaced by C_{1-6}alkyl or phenyl; ~~or in the bivalent radicals of formula (a-3) or (a-4) one or two hydrogen atoms may optionally be replaced by C_{1-6}alkyl or phenyl;~~

X^1 is carbon or nitrogen;

~~at least one of X^2 or X^3~~ X^2 represents CH and X^3 represents nitrogen; or X^2 represents nitrogen and ~~the other X^2 or X^3 represents CH or carbon when the dotted line represents a bond, or both~~ X^3 represents CH; or X^2 and X^3 represent nitrogen;

R^1 is C_{1-6}alkyl;

aryl[1];

C_{1-6}alkyl substituted with hydroxy, C_{3-6}cycloalkyl, aryl[1] or naphthalenyl;

~~C_{3-6}cycloalkyl;~~

~~C_{3-6}cycloalkenyl;~~

C_{3-6}alkenyl;

C_{3-6}alkenyl substituted with aryl[1];

~~C_{3-6}alkynyl;~~

~~C_{3-6}alkynyl substituted with aryl[1];~~

C_{1-4}alkyloxyC_{1-4}alkanediyl optionally substituted with aryl[1];

or when $-Y^1-Y^2-$ is a radical of formula (a-1) than R^1 may be taken together with Y^2 to form a radical of formula -CH=CH-CH=CH- wherein each hydrogen may optionally be replaced by a substituent independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, ~~polyhalo~~C_{1-4}~~alkyl, halo, cyano,~~ trifluoromethyl or aryl[1];

wherein aryl[1] is phenyl; or phenyl substituted with from one or ~~five~~ two substituents each independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, ~~polyhalo~~C_{1-4}~~alkyl,~~ halo, ~~cyano,~~ or trifluoromethyl;

R^2 is hydrogen, C_{1-4}alkyl, or halo;

A is C_{1-6}alkanediyl;

C_{1-6}alkanediyl substituted with one or two groups selected from aryl[2], and heteroaryl[1] ~~and C_{3-8}cycloalkyl;~~

~~or provided X^3 represents CH said radical A may also represent NH optionally substituted with aryl[2], heteroaryl[1] or C_{3-8}cycloalkyl~~;

wherein aryl[2] is phenyl; or phenyl substituted with from one ~~to five substituents each independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, halo, cyano or trifluoromethyl;~~

~~heteroaryl[1] is furanyl, thienyl, pyridinyl, pyrazinyl, pyrimidinyl, or pyridazinyl; and said heteroaryl[1] is optionally substituted with one~~ or two substituents each independently selected from C_{1-4}alkyl ~~,~~ or halo; and wherein heteroaryl[1] is thienyl or pyridinyl; ~~C_{1-4}alkyloxy, halo, cyano or trifluoromethyl;~~

B is NR^3R^4; ~~,~~ or

OR^9;

wherein each R^3 and R^4 are independently selected from

hydrogen,

C_{1-8}alkyl,

C_{1-8}alkyl substituted with one or two ~~, two or three~~ substituents each independently from one another selected from hydroxy, ~~halo,~~ cyano, C_{1-4}alkyloxy, C_{1-4}alkyloxycarbonyl, ~~C_{3-8}cycloalkyl,~~ polyhaloC_{1-4}alkyl, NR^5R^6, ~~$CONR^7R^8$,~~ aryl^3, polycyclic aryl, or heteroaryl^2;

C_{3-8}cycloalkyl;

~~C_{3-8}cycloalkenyl;~~

C_{3-8}alkenyl;

~~C_{3-8}alkynyl;~~

aryl^3;

polycyclic aryl;

heteroaryl^2; or

R^3 and R^4 combined with the nitrogen atom bearing R^3 and R^4 may form a ~~an azetidinyl, pyrrolidinyl,~~ piperidinyl, ~~morpholinyl, azepanyl, or azocanyl~~ ring ~~wherein each of these rings may~~ optionally ~~be~~ substituted by C_{1-4}alkyloxycarbonyl, ~~C_{1-4}alkyloxycarbonylC_{1-4}alkyl, carbonylamino, C_{1-4}alkylcarbonylamino, $CONR^7R^8$ or C_{1-4}alkyl$CONR^7R^8$;~~

wherein

R^5 is hydrogen, C_{1-4}alkyl, or aryl^3~~, polycyclic aryl, or heteroaryl^2~~;

R^6 is hydrogen or C_{1-4}alkyl;

~~R^7 is hydrogen, C_{1-4}alkyl or phenyl;~~

~~R^8 is hydrogen, C_{1-4}alkyl or phenyl; or~~

R^9 is C_{1-6}alkyl, ~~or C_{1-6}alkyl substituted with one, two or three substituents each independently from one another selected from hydroxy, halo, cyano, C_{1-4}alkyloxy, C_{1-4}alkyloxycarbonyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkenyl, trifluoromethyl, NR^5R^6, $CONR^7R^8$, aryl^3, polycyclic aryl, or heteroaryl^2;~~

wherein

aryl[3] is phenyl; phenyl substituted with one to ~~five~~ three substituents each independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, halo, hydroxy, trifluoromethyl, ~~cyano,~~ C_{1-4}alkyloxycarbonyl, ~~C_{1-4}alkyloxycarbonylC_{1-4}alkyl, methylsulfonylamino,~~ methylsulfonyl, or NR^5R^6, ~~C_{1-4}alkylNR^5R^6, $CONR^7R^8$ or C_{1-4}alkyl$CONR^7R^8$;~~

polycyclic aryl is naphthalenyl, indanyl, or fluorenyl, ~~or 1,2,3,4-tetrahydronaphtalenyl,~~ and said polycyclic aryl is optionally substituted with one ~~or two substituents each~~substituent independently selected from ~~C_{1-6}alkyl, C_{1-6}alkyloxy, phenyl, halo, cyano, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkyloxycarbonylC_{1-4}alkyl, NR^5R^6, C_{1-4}alkylNR^5R^6, $CONR^7R^8$, C_{1-4}alkyl$CONR^7R^8$ or~~ C_{1-4}alkyl-oxycarbonylamino and

heteroaryl[2] is pyridinyl, ~~pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, triazolyl, imidazolyl, pyrazolyl,~~ thiazolyl, ~~isothiazolyl, oxazolyl, pyrrolyl,~~ furanyl~~, thienyl;~~ quinolinyl~~; isoquinolinyl~~; 1,2,3,4-tetrahydro-isoquinolinyl; benzothiazolyl; benzo[1,3]dioxolyl; 2,3-dihydro-benzo[1,4]dioxinyl; indolyl; 2,3-dihydro-1H-indolyl; 1H-benzoimidazolyl; and said heteroaryl[2] is optionally substituted with one or two substituents each independently selected from C_{1-6}alkyl, ~~C_{1-6}alkyloxy,~~ phenyl, ~~halo, cyano,~~ C_{1-4}alkylcarbonyl, C_{1-4}alkyloxy-carbonyl, or C_{1-4}alkyloxycarbonylC_{1-4}alkyl, ~~NR^5R^6, C_{1-4}alkylNR^5R^6, $CONR^7R^8$ or C_{1-4}alkyl$CONR^7R^8$~~.

Claim 2. (Original) A compound as claimed in claim 1 wherein X^2 represents nitrogen and X^3 represents CH.

Claim 3. (Original) A compound as claimed in claim 1 wherein X^2 represents CH and X^3 represents nitrogen.

Claim 4. (Original) A compound as claimed in claim 1 wherein both X^2 and X^3 represent nitrogen.

Claim 5. (Previously Presented) A compound as claimed in claim 1 wherein radical A represents C_{1-6}alkanediyl substituted with aryl^2.

Claim 6. (Previously Presented) A compound as claimed in claim 1 wherein radical B represents OR^9 wherein R^9 is C_{1-6}alkyl or NR^3R^4 wherein R^3 is hydrogen.

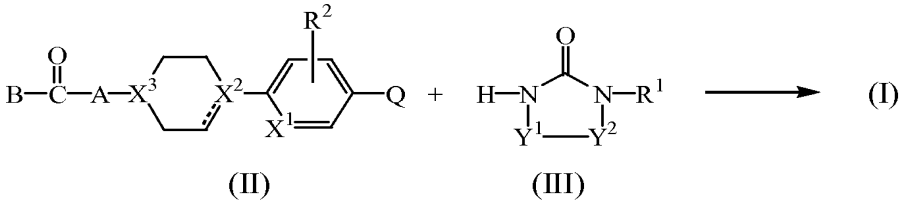
Claim 7. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically active amount of a compound as claimed in claim 1.

Claim 8. (Currently Amended) A process for preparing a pharmaceutical composition comprising ~~as claimed in claim 7 wherein a therapeutically active amount of a compound as claimed in claim 1 is~~ intimately mixing ~~ed~~ a therapeutically active amount of a compound of claim 1 with a pharmaceutically acceptable carrier.

Claim 9. (Cancelled)

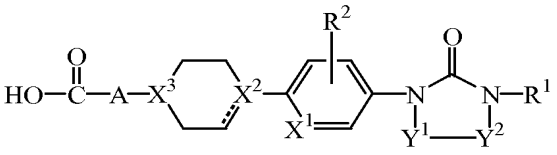
Claim 10. (Currently Amended) A process for preparing a compound of formula (I) of claim 1 wherein

an intermediate of formula (II), wherein X^1, X^2, X^3, R^2, A, and B are as defined in claim 1 and Q is selected from bromo, iodo and trifluoromethylsulfonate, ~~wherein Y^1, Y^2 and R^1 are defined as in claim 1,~~ is reacted with an intermediate of formula (III), wherein Y^1, Y^2 and R^1 are defined as in claim 1, ~~wherein X^1, X^2, X^3, R^2, A, and B are as defined in claim 1 and Q is selected from bromo, iodo and trifluoromethylsulfonate,~~ in a reaction-inert solvent and optionally in the presence of at least one transition metal coupling reagent and/or at least one suitable catalyst such as palladium associated with triphenylphosphine, or triphenylarsine~~; or~~ to prepare a compound of formula (I) as follows:



(II) (III) (I)

Claim 11. (Currently Amended) A compound of formula (IX)



(IX)

the *N*-oxides, the pharmaceutically acceptable acid addition salts and the stereochemically isomeric forms thereof, wherein ~~R^1, R^2, X^1, X^2, X^3, Y^1, Y^2 and A are as defined in claim 1.~~

the dotted line is an optional bond and is absent when X^2 represents nitrogen;

the radical $-Y^1-Y^2-$ is a radical of formula

-N=CH- (a-1),

-CH=N- (a-2),

$-CH_2-CH_2-$ (a-3),

-CH=CH- (a-4),

wherein in the bivalent radicals of formula (a-1) or (a-2) the hydrogen atom may optionally be replaced by C_{1-6}alkyl or phenyl;

X^1 is carbon or nitrogen;

X^2 presents CH and X^3 represents nitrogen; or X^2 represents nitrogen and X^3 represents CH; or X^2 and X^3 represent nitrogen;

R^1 is C_{1-6}alkyl;

$aryl^1$;

C_{1-6}alkyl substituted with hydroxy, C_{3-6}cycloalkyl, $aryl^1$ or naphthalenyl;

C_{3-6}alkenyl;

C_{3-6}alkenyl substituted with $aryl^1$;

C_{1-4}alkyloxyC_{1-4}alkanediyl optionally substituted with $aryl^1$;

or when -Y^1-Y^2- is a radical of formula (a-1) than R^1 may be taken together with Y^2 to form a radical of formula -CH=CH-CH=CH- wherein each hydrogen may optionally be replaced by a substituent independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, trifluoromethyl or $aryl^1$;

wherein $aryl^1$ is phenyl; or phenyl substituted with from one or two substituents each independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, halo, or trifluoromethyl;

R^2 is hydrogen, C_{1-4}alkyl, or halo;

A is C_{1-6}alkanediyl;

C_{1-6}alkanediyl substituted with one or two groups selected from $aryl^2$ and $heteroaryl^1$;

wherein$aryl^2$ is phenyl; or phenyl substituted with from one or two substituents each independently selected from C_{1-4}alkyl or halo;

$heteroaryl^1$ is thienyl or pyridinyl.

Claim 12. (Previously Presented) The process according to claim 10, further comprising converting the compound of formula (I) into an acid addition salt.

Claim 13. (Currently Amended) A method of treating a warm-blooded animal suffering from a disorder selected from the group consisting of atherosclerosis, pancreatitis, obesity, hypertriglyceridemia, hypercholesterolemia, hyperlipidemia, diabetes and type II diabetes, ~~caused by an excess of very low density lipoproteins (VLDL) or low density lipoproteins (LDL)~~ comprising administering to the animal a therapeutically effective amount of a compound of claim 1.

Claim 14. (Cancelled)

Claim 15. (Currently Amended) The method of treatment according to claim 13~~12~~ wherein the disorder is hyperlipidemia, obesity, atherosclerosis or type II diabetes.